

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

In re BRIDGESTONE SECURITIES)	Master File No. 3:01-0017
LITIGATION)	(Consolidated cases)
)	
)	<u>CLASS ACTION</u>
This Document Relates To:)	
)	Judge Robert Echols
ALL ACTIONS.)	Magistrate Judge John S. Bryant
)	
		[PROPOSED] ORDER APPROVING PLAN
		OF ALLOCATION OF SETTLEMENT
		PROCEEDS

This matter having come before the Court on January 23, 2009, on Lead Plaintiff's and Intervenor Plaintiff's motion for approval of the Plan of Allocation of settlement proceeds in the above-captioned action; the Court having considered all papers filed and proceedings had herein; and otherwise being fully informed in the premises;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation of Settlement dated as of December 28, 2007 (the "Stipulation"), and filed with the Court.

2. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons and entities who are Settlement Class Members and who could be identified with reasonable effort, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to all Persons and entities who are Settlement Class Members to be heard with respect to the Plan of Allocation.

3. The Court hereby finds and concludes that the formula for the calculation of the claims of Authorized Claimants which is set forth in the Notice of Pendency of Class Action, Proposed Settlement, Motion for Attorneys' Fees and Final Approval Hearing (the "Notice") sent to Settlement Class Members, provides a fair and reasonable basis upon which to allocate the proceeds of the Net Settlement Fund established by the Stipulation among Settlement Class Members, with due consideration having been given to administrative convenience and necessity. This Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair, reasonable and adequate and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

DATED:

January 23, 2009

Robert L. Echols
THE HONORABLE ROBERT L. ECHOLS
UNITED STATES DISTRICT JUDGE

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